

EXHIBIT A to  
REPLY HERSEY DECL.

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

MAXWELL ROUX, JOHN DUFF III,  
HENRY SMITH, and BRUNO NISPEL,

Plaintiffs,

v.

C.A. No. \_\_\_\_\_

KRISHNA OKHANDIAR (a/k/a Rohit  
Okhandiar, Charlotte Fang, Charlie Fang,  
Wonyoung Jang, Miya, Xinma33, MissJo, and  
Sonya); REMILIA CORPORATION LLC, a  
Delaware limited liability company;  
REMILIA INDUSTRIES LLC, a Delaware  
limited liability company,

Defendants.

**DEFENDANTS' NOTICE OF REMOVAL**

Pursuant to 28 U.S.C. §§ 1332, 1441 and 1446, Defendants Krishna Okhandiar, Remilia Corporation LLC (“RC”), and Remilia Industries LLC (“RI” and together with Okhandiar and RC, “Defendants”) file this Notice of Removal from C.A. No. 2023-0961-PAF in the Court of Chancery of the State of Delaware to the United States District Court for the District of Delaware. This action is removed because this Court has original jurisdiction over the parties based on diversity of citizenship. Defendants further show as follows:

**THE REMOVED ACTION**

1. On September 22, 2023, Plaintiffs Maxwell Roux, John Duff III, Henry Smith, and Bruno Nispel (collectively, “Plaintiffs”) filed a Verified Complaint (the “Complaint” or “Compl. \_\_”) in the Court of Chancery of the State of Delaware, C.A. No. 2023-0961-PAF.
2. The Complaint generally alleges claims related to a purported digital art collective joint venture between Plaintiffs and Okhandiar.

3. Defendants became aware of this action on September 22, 2023, after Defendants' counsel noticed the Complaint had been filed while conducting research into the parties' ongoing dispute. Neither Okhandiar nor the other Defendants have been served with a summons or the Complaint. This removal, therefore, is being effectuated within 30 days after receipt of the Complaint by Defendants, as required by 28 U.S.C. § 1446(b). The removal is also timely because it is being filed within 30 days after Plaintiffs filed the Complaint. Defendants have not previously filed a Notice of Removal in this Court in this matter.

4. Copies of all pleadings and orders in the Court of Chancery file for C.A. No. 2023-0961-PAF are attached hereto (except Exhibit L to the Complaint, which Defendants do not have a copy of, as it was filed under seal) as Exhibit A.

#### **GROUND FOR REMOVAL**

5. This Court has original jurisdiction over this action under 28 U.S.C. §§ 1332(a), 1441, and 1446, as this dispute is between citizens of different states and in which citizens of a foreign state are additional parties and the amount in controversy is greater than \$75,000, as set forth more fully below.

#### **DIVERSITY OF CITIZENSHIP EXISTS**

6. Diversity jurisdiction exists where the matter in controversy exceeds the sum or value of \$75,000 and is between citizens of different states or citizens of a state and citizens of a foreign state. 28 U.S.C. § 1332(a)(1)-(3).

7. Traditional diversity jurisdiction requires that all plaintiffs be of different citizenship than all defendants. *Strawbridge v. Curtiss*, 7 U.S. 267 (1806). A limited liability company is a citizen of every State of which each of its members is a citizen. *GBForefront, L.P. v. Forefront Mgmt. Grp., LLC*, 888 F.3d 29, 34 (3d Cir. 2018). An individual is a "citizen" of the state in which he is domiciled. *Krasnov v. Dinan*, 465 F.2d 1298, 1300 (3d Cir. 1972).

8. As alleged in the Complaint: Plaintiff Maxwell Roux is a citizen of Montana, Compl. ¶ 6; Plaintiffs John Duff III and Bruno Nispel are citizens of New York, Compl. ¶¶ 7, 9; and Plaintiff Henry Smith is a citizen of New Zealand, Compl. ¶ 8.

9. Defendant Okhandiar, as alleged in the Complaint, is a citizen of Nevada or Illinois.<sup>1</sup> See Compl. ¶ 10. Defendants RC and RI are single-member limited liability companies, whose sole member is Okhandiar, who, as alleged in the Complaint, is a citizen of Nevada or Illinois. See Compl. ¶¶ 11-12. Accordingly, all Defendants are citizens of Nevada or Illinois for purposes of 28 U.S.C. § 1332.

10. Given the foregoing, Plaintiffs and Defendants are citizens of different states and there is no overlap. Accordingly, there is complete diversity between the parties.

**THE AMOUNT IN CONTROVERSY EXCEEDS \$75,000**

11. The amount in controversy may be determined from the allegations or prayer of the Complaint. *St. Paul Mercury Indem. Co. v. Red Cab Co.*, 303 U.S. 283, 289 (1938). Where, as here, the Complaint fails to specify a precise amount in controversy and/or seeks nonmonetary relief, the defendant's notice of removal may do so via "a conclusory allegation of the amount in controversy." *Polanco v. Amguard Ins. Co.*, 2018 WL 6380707, at \*2 (D. Del. Dec. 6, 2018) (citing *Dart Cherokee Basin Operating Co., LLC v. Owens*, 574 U.S. 81, 89 (2014)); see also 28 U.S.C. § 1446 (c)(2)(A).

12. Although the Complaint purports to seek primarily declaratory and equitable relief, it is clear from the Complaint that the amount in controversy exceeds \$75,000.

---

<sup>11</sup> In fact, Okhandiar is a citizen of Nevada, not Illinois. Whether he is a citizen of Illinois or Nevada, however, makes no difference for the purpose of determining whether he, RC, and RI are diverse from the four plaintiffs, and Okhandiar therefore does not contest the allegation that he may be a citizen of Illinois for the purposes of this notice of removal.

13. For example, the Complaint alleges that Okhandiar “misappropriated digital assets worth more than \$600,000 from the [purported] venture’s treasury, and began asserting control over the venture’s operations and assets through his companies.” Compl. ¶ 2. The Complaint also alleges that Okhandiar “drain[ed] additional digital assets worth \$1.7 million from the venture’s treasury.” Compl. ¶ 3. Among other things, the Complaint seeks the imposition of a constructive trust over these assets, funds, and intellectual property (among others) for the benefit of Plaintiffs. Compl. Prayer for Relief ¶ 5.

14. Similarly, the Complaint alleges that there is “an estimated total value of over \$5,500,000 . . . held by the Collective Venture’s treasury.” Compl. ¶ 43. Accordingly, the amount-in-controversy requirement is met.

### **REMOVAL IS OTHERWISE PROPER**

15. Pursuant to 28 U.S.C. § 1446(d), promptly after filing this Notice of Removal, a Notice of Filing Notice of Removal is being filed with the Court of Chancery of the State of Delaware and is also being served on Plaintiffs. A copy of the Notice of Filing Notice of Removal is attached hereto as Exhibit B.

16. By filing a Notice of Removal in this matter, Defendants do not waive their rights to object to service of process, the sufficiency of process, jurisdiction over the person, or venue, and Defendants specifically reserve their rights to assert any defenses and/or objections to which they may be entitled. *See, e.g., Danziger & De Llano, LLP v. Morgan Verkamp LLC*, 948 F.3d 124 (3d Cir. 2020).

WHEREFORE, Defendants, via their undersigned counsel, hereby remove the above-referenced action commenced against them in the Court of Chancery of the State of Delaware to this Court.

OF COUNSEL:

James P. Fieweger  
MICHAEL BEST & FRIEDRICH LLP  
River Point  
444 West Lake Street, Suite 3200  
Chicago, IL 60606  
(312) 222-0800  
Jpfieweger@michaelbest.com

Evan S. Strassberg  
MICHAEL BEST & FRIEDRICH LLP  
170 South Main Street, Suite 1000  
Salt Lake City, UT 84101  
(385) 695-6450  
Esstrassberg@michaelbest.com

Steven J. Joffee  
Ethan J. Bercot  
Bradley W. Madsen  
MICHAEL BEST & FRIEDRICH LLP  
2750 East Cottonwood Parkway, Suite 560  
Cottonwood Heights, UT 84121  
(801) 833-0500  
Sjoffee@michaelbest.com  
Ejbercot@michaelbest.com  
Bwmadsen@michaelbest.com

Dated: September 27, 2023

/s/ Catherine G. Dearlove

Catherine G. Dearlove (#3328)  
Matthew D. Perri (#6066)  
Andrew L. Milam (#6564)  
Cassandra L. Thompson (#6937)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801  
(302) 651-7700  
Dearlove@rlf.com  
Perri@rlf.com  
Milam@rlf.com  
CThompson@rlf.com

*Attorneys for Defendants*